

Bylaws of Portsmouth Youth Football Association

A New Hampshire Voluntary Organization
Organized Pursuant to RSA 292

Statement of Purpose: Portsmouth Youth Football Association (PYFA) is a not-for-profit charitable organization dedicated to providing competitive programs in the sport of football for youth participants in preparation for local, regional and national levels of competition. We provide all participants with proper equipment to ensure conformance with national standards for safety. Our volunteer coaches and directors are committed to instructing each participant within a supportive and positive environment. We are dedicated to raising the quality and awareness of the sport of football in our communities and to teaching our youth participants and their families the value of sportsmanship, fair play, teamwork, and discipline.

Section 1. ARTICLES OF AGREEMENT, OFFICE, OBJECT

1.1. Name. The name and purpose of the Organization shall be as set forth in these Articles of Agreement. These Bylaws, the powers of the Organization and its Board of Directors and Members, and all matters concerning the conduct and regulation of the business and affairs of the organization shall be subject to such provisions as are set forth in these Articles of Agreement.

1.2. Location. The organization shall be located in the City of Portsmouth, County of Rockingham, New Hampshire.

1.3. Object. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including but not limited to the promotion of youth football in Portsmouth, New Hampshire, and also including the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any further federal tax code. *Amended 2/6/09*

Section 2. MEMBERS, MEETINGS

2.1. Ownership by the Members. The organization is a New Hampshire voluntary organization, without capital stock. The owners of the organization are its members, who are defined to be the **a)** parent(s) or legal guardian(s) of any child registered to participate in the football programs of the organization following the annual registration day(s) supervised by the Board of Directors; **b)** all coaches participating in the program appointed and approved by the Board; and, **c)** individual members in good standing whose applications for membership have been approved by the Board and who have paid annual dues. The list of members will be updated periodically as needed.

The Secretary shall prepare, at least ten days before every meeting of the members, a complete list of the members entitled to vote at the meeting. Such list shall be open for examination by any member for at least ten days prior to the date of the meeting. The list

shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member who is present.

2.2. Annual Meeting. The annual meeting of the Members, shall be held before March 1 of each year, unless a different date is fixed by the Board of Directors, with the membership notified at least 14 days prior to the meeting date. At the annual meeting open Board positions shall be filled by majority vote of those members in attendance. Changes in bylaws shall also be considered at the annual meeting and ratified by majority vote of those members in attendance. The Board of Directors has the authority to set the remainder of the agenda for the annual meeting.

2.3. Special Meetings. A special meeting of the Members may be called at any time by the Board of Directors. Members may request a special meeting to address a particular issue or issues. Requests in writing clearly outlining the reasons for the special meeting must be signed by a minimum of three (3) members. Special meetings will be announced to the general membership in writing. Announcements will include the purpose(s) for which the meeting is being held, and provide information on the date, time, and location of the meeting. Special Meeting agendas will be limited to the announced purpose(s).

2.4. Place of Meetings. All meetings of the Members shall be held in Rockingham County, New Hampshire. Any adjourned meeting of the Members shall be reconvened at the time and place designated in the vote of adjournment.

2.5. Notice of Meetings. Notice shall be given in writing to all members of every meeting of the full membership. These will be sent to Members in the form of special announcements mailed or emailed to each member, or – in the event of special meetings called on short notice – distributed by coaches and/or representatives of the Board of Directors to members. Notices shall include information on the date, time, and location of the meeting.

2.6. Quorum of Members. At any meeting of the members, a quorum shall consist of a minimum of seven members in addition to any board members or coaches present. Any meeting may be adjourned from time to time by a majority of the members present, whether or not a quorum is present.

2.7. Action by Vote. When a quorum is present at any meeting, a majority of the votes properly cast upon any question other than an election to an office shall decide the question. In elections, votes may be cast by secret ballot. In the event that a secret ballot is requested, the ballots will be counted by continuing Board members who are not up for reelection. Otherwise voting will be by show of hands.

2.8. Voting–Proxies. Members must be present at meetings in order to vote. To be elected to Director positions they must be present at the Annual Meeting. Each member has only one vote. No voting by proxy shall be allowed.

Section 3. BOARD OF DIRECTORS

3.1. Composition. The Board shall consist of up to fifteen (15) elected members. Coaches serve as *ex officio* (i.e., non-voting) at the discretion of the Board. The majority of Board members must be non-coaching members of the organization. The number of Board members may be increased or decreased at any time by vote of the members.

3.2. Election. Board members shall be elected by the Membership at the annual meeting. As many vacancies as possible shall be filled by election at the annual meeting. The Board of Directors may subsequently fill vacant board seats.

3.3. Tenure and Vacancies. Board members shall each be elected for a term of two years, with the intention that no more than seven vacancies will occur in any one year so that continuity may be maintained. Board members chosen between annual meetings by the sitting Board will serve until the next annual election and until their successors are duly elected and qualified or until he or she sooner dies, resigns, is removed, or becomes disqualified.

3.4 Qualifications. All Board members must be members of Portsmouth Youth Football. In certain circumstances, individuals who are not members of Portsmouth Youth Football may be elected to the Board.

3.5. Powers. The work of the Organization shall be managed by the Board of Directors, who shall have and may exercise all the powers of the organization.

3.6. Executive Committee. An Executive Committee consisting of the President, Vice-President, Treasurer, and Secretary shall be empowered to make decisions that cannot be postponed until the next regular meeting of the Board. All decisions made by a majority of the members of the Executive Committee shall be brought to the whole Board at the next regular meeting for consideration and ratification.

3.7. Audit Committee. The Board shall appoint annually an Audit Committee to oversee and review the financial practices and reports of the organization. The Audit Committee shall consist of qualified individuals who are not Board members with expertise in accounting and related fields. The committee shall meet before the annual meeting to review the books and financial documents of Portsmouth Youth Football. The committee shall then prepare an Annual Audit Committee Report for the general membership.

3.8. Other Committees. The Board of Directors may, by vote of the majority of the Board then in office, create committees and delegate to any such committee or committees some or all of the powers of the Board of Directors.

3.9. Board Meetings. Regular meetings of the Board of Directors will be held at such places and at such times as the Board may determine. Board members are responsible for attending Board meetings as set by the Board. Members who must be absent from a meeting shall contact the secretary or president for the date, time, and location of the next meeting. A regular meeting of the newly elected Board members shall be held immediately after and at the same place as the annual meeting of the members.

3.10. Special Meetings. Special meetings of the Board of Directors may be called by two or more Board members, reasonable notice thereof being given to each Board member by the Secretary or any person designated to provide such notice by the Board of Directors. Topics addressed at special meetings shall be limited to those stated in the notice of the meeting.

3.11. Notice. It shall be sufficient notice to a Board Member to send a notice by mail at least forty-eight hours before the meeting addressed to him/her at his/her usual or last known address or to give notice to him/her in person, by facsimile, email, or by telephone at least twenty-four hours before the meeting.

3.12. Quorum. At any meeting of the Board of Directors a majority of the Board then in office shall constitute a quorum. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held adjourned without further notice.

3.13. Action by Vote. In the event of a tie vote on any motion, the issue will be tabled in order to obtain an odd number of Board members.

3.14. Presence at Meetings. Members of the Board of Directors, or any committee designated by the Board, must regularly participate in meetings of the Board. More than two (2) absences from a scheduled Board meeting without notification may be grounds for removal from the Board of Directors.

3.15. Compensation. No member of the Board of Directors or any member of the coaching staff shall receive compensation of any kind for services to the organization. A Board Member may be reimbursed for out-of-pocket expenses incurred in doing the designated work of the organization upon presentation of proper receipts to the Treasurer.

Section 4. OFFICERS

4.1. Composition. The Officers of the Board shall be the President, Vice-President, Secretary, Treasurer, and Members-at-large. The Board of Directors may from time to time in their discretion elect or appoint additional officers.

4.2. Election. Officers will be elected annually by the Board of Directors at their first regular meeting following the Annual Meeting. Officers shall hold office until the first meeting of the Board of Directors following the next annual meeting of the members and until their respective successors are chosen and qualified, or until he/she sooner dies, resigns, is removed, or becomes disqualified.

4.3. Qualifications. Any officer must be a member of the organization unless he or she is elected to the Board by the Members at the annual meeting. Any two or more offices may be held by the same person except for the offices of President and Treasurer. Coaches who are Board members may not hold office.

4.4. Powers/Duties

A. President and Vice-President. The chief executive officer of the organization shall be the president and shall, subject to the control of the Directors, have general charge and supervision of the work of the organization, shall see that the resolutions of the Board of Directors are carried out, and shall preside at all meetings of the members of the Board of Directors. Any vice-president shall have such duties and powers as shall be designated from time to time by the Board of Directors.

B. Treasurer. The treasurer shall be the chief financial and accounting officer of the organization and shall be in charge of its funds and valuable papers, books of account and accounting records, and shall have such other duties and powers as may be designated from time to time by the Board of Directors.

C. Secretary. The secretary shall record all proceedings of official meetings of the organization. Minutes of meetings will be made available for inspection by any member upon

request. At the end of a secretary's tenure, these annual records shall be relinquished to the Board of Directors. In the absence of the secretary from any meeting, a temporary secretary chosen at the meeting shall record the proceedings.

Section 5. RESIGNATIONS, SUSPENSIONS, AND REMOVALS

5.1. Resignations. Any Board member or officer may resign at any time by delivering his or her resignation in writing to any one of the officers or to a meeting of the Board of Directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

5.2. Removals. A Board member (including persons elected by the Board of Directors to fill vacancies on the Board) may be removed from office a) with cause, by the vote of the members at an annual or special meeting, or b) for cause, by vote of a majority of the Board of Directors then in office. A Board member or officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her. No Board member or officer shall have any right to damages on account of such removal.

5.3. Misconduct. It is misconduct for a member of the coaching staff, member of the Board of Directors, or any member of the organization to violate policy determined by the Board of Directors. Any misconduct violation may constitute suspension and/or future removal from the organization.

Section 6. LEAGUE MEMBERSHIP, COACHING STAFF

6.1. League Membership. The Board of Directors shall annually cause the organization to become a member of a league or leagues participating in a program of youth football and related activities. The organization shall, upon membership, agree to the terms, conditions, and scheduling set forth by the league, but shall also maintain independent control of its officers, Board of Directors, and coaching staff; manage its own finances, and set its own policies. Under no circumstances shall PYFA funds be commingled with League funds.

6.2. Coaches. Coaches shall be appointed by the Board of Directors. An annual review of coaches shall be held after the end of the season and prior to the Annual Meeting. At the discretion of the Board, job listings for head coaches will be posted. Any interested individuals may make their interest in coaching positions known to the president of the Board, or to a member of the Board, in writing. From the pool of applicants, the Board of Directors will endeavor to choose coaches who possess experience, skill, and have a commitment to youth football for children in the first to eighth grades. Assistant coaches are selected by the head coaches and approved by the Board of Directors.

All members of the coaching staff serve in such positions at the will and pleasure of the Board of Directors. The coaching staff shall be subject to the broad policy goals and direction of the Board of Directors

6.3. Responsibilities. The coaches shall direct practice, conditioning, and game strategy within the context of the broad policy objectives and established rules of the Board. Coaching policies must be submitted, in writing, for Board approval and must be circulated to all parents and football participants in written form.

Section 7. FISCAL YEAR

The fiscal year of the organization shall run from January 1 through December 31.

Section 8. AMENDMENTS

These Bylaws may be altered, amended, or repealed at any annual or special meeting of the members called for this specific purpose, of which notice shall specify the subject matter of the proposed alteration, amendment, or repeal, or the sections to be affected thereby, following recommendation by the Board of Directors and ratified by the members.

Section 9. CONFLICT OF INTEREST

Any possible conflict of interest on the part of any Board member, officer, or coach of the organization shall be disclosed in writing to the Board of Directors and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a Board member, officer, or coach exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area. New Hampshire requirements are incorporated into and made a part of this policy statement.

Section 10. EXEMPT ACTIVITIES

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. *Amended 2/6/09*

Section 11. PROVISIONS FOR DISSOLUTION

The provisions for disposition of the corporate assets in the event of dissolution of the

Corporation are more fully set forth in the Fourth Article of the Articles of Agreement. In the event of dissolution, the Corporation shall follow the procedures set forth in RSA 292:9 or 292:10-a, I. Dissolution of the Corporate assets shall be subject to RSA 292:29.

Without in any way limiting the forgoing, in the event of dissolution of the Corporation, no portion of the property may then be distributed to any person or organization other than a similar charitable or non-profit organization then carrying out the purposes and objectives of this Corporation as set forth herein and/or in the Articles of Agreement or any Amendment thereto, or such other organization that would qualify under RSA 292, and the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or may be amended. *Amended 2/6/09*

We attest that the foregoing constitutes a true copy of the Bylaws of the Portsmouth Youth Football Association.

6 February 2009